

o/c

January 12, 2015

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai

Dear Sir,

**Compliance with the requirements of
Clause 35 of the Listing Agreement**

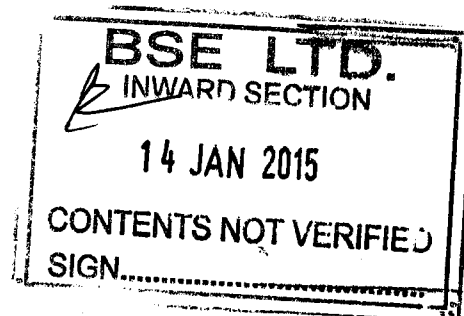
In compliance with the above requirement, we send herewith shareholding pattern of the Company as on December 31, 2014.

Kindly acknowledge receipt.

Yours faithfully,
For FORBES & COMPANY LIMITED

Pankaj Khattar
(Pankaj Khattar)
Head Legal & Company Secretary

Encl: As above



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CLAUSE 35 OF EQUITY LISTING AGREEMENT

Cl-35 report: (I) (a) Statement showing Shareholding Pattern

FORBES & COMPANY LIMITED

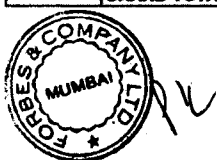
Scrip Code : 502865

Scrip Symbol : FORBESCO

Class Security: Equity

Quarter Ended : 31-DEC-2014

Partly paid-up shares:-		No. of partly paid-up shares	As a % of total no. of partly paid-up shares		As a % of total no. of shares of the company			
Held by Promoter / Promoters Group		0	0		0			
Held by public		0	0		0			
Total		0	0		0			
Outstanding convertible securities:-		No. of outstanding securities	As a % of total No. of outstanding convertible securities		As a % of total no. of shares of the company, assuming full conversion of the convertible securities			
Held by Promoter / Promoters Group		0	0		0			
Held by public		0	0		0			
Total		0	0		0			
Warrants:-		No. of warrants	As a % of total no. of warrants		As a % of total no. of shares of the company, assuming full conversion of warrants			
Held by Promoter / Promoters Group		0	0		0			
Held by public		0	0		0			
Total		0	0		0			
Total paid-up capital of the company assuming full conversion of warrants and convertible securities		1,28,98,616						
Category (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total No of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	2	95,25,691	95,25,691	73.85	73.85	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any other (specify)							
	Sub-Total (A) (1)	2	95,25,691	95,25,691	73.85	73.85	0	0.00
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (2)							
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	2	95,25,691	95,25,691	73.85	73.85	0	0.00
(B)	Public Shareholding							
(1)	Institutions						NA	NA
(a)	Mutual Funds / UTI	7	423	173	0.00	0.00		
(b)	Financial Institutions / Banks	23	19,145	11,857	0.15	0.15		
(c)	Central Government / State Governments(s)	2	1,10,343	30,363	0.86	0.86		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	500	0	0.00	0.00		
(f)	Foreign Institutional Investors	3	11,80,865	11,80,815	9.15	9.15		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (Specify)							
(i)	Foreign Portfolio Investor (Corporate)	1	3,46,369	3,46,369	2.69	2.69		
	Sub-Total (B) (1)	37	16,57,645	15,69,577	12.85	12.85		
(2)	Non-Institutions							
(a)	Bodies Corporate	220	1,52,980	1,40,759	1.19	1.19		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs. 1 Lakh	10,126	11,91,429	7,10,885	9.24	9.24		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	12	3,21,901	3,21,901	2.50	2.50		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	3	740	740	0.01	0.01		
(ii)	OCBs/Foreign Cos	2	48,230	46,650	0.37	0.37		
	Sub-total (B) (2)	10,363	17,15,280	12,20,935	13.30	13.30		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	10,400	33,72,925	27,90,512	26.15	26.15		
	TOTAL (A)+(B)	10,402	1,28,98,616	1,23,16,203	100.00	100.00		
(C)	Shares held by Custodians against which DRs are issued (GDR)							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	GRAND TOTAL (A)+(B)+(C)	10,402	1,28,98,616	1,23,16,203	0.00	100.00	0	0.00



CLAUSE 35 OF EQUITY LISTING AGREEMENT
FORBES & COMPANY LIMITED

(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"
 Scrip Code : 502865 Scrip Symbol : FORBESCO Class Security: Equity
 Quarter Ended : 31-DEC-2014

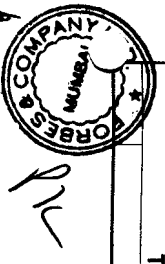
Sr. No.	(i) Name of the Shareholder (ii)	Details of Shares Held			Encumbered Shares			Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (v)	As a percentage (vi)=(v)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a) (vii)	Number of warrants held (viii)	As a % total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % total number of convertible securities of the same class (xi)			
1	SHARPOORJI PALLONJI & CO PVT.LTD	93,59,293	72.56	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	72.56	
2	FORBES CAMPBELL FINANCE LIMITED	1,66,398	1.29	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1.29	
	TOTAL	95,25,691	73.85	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	73.85	

(1) (c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement	Details of warrants			Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	0.00	8.90	
2	ANTARA INDIA EVERGREEN FUND LTD	3,46,399	2.69	0	0.00	0	0.00	2.69	
	TOTAL	14,94,624	11.59	0	0.00	0	0.00	11.59	

(1) (c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

1	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement	Details of warrants			Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	0.00	8.90	
	TOTAL	11,48,255	8.90	0	0.00	0	0.00	8.90	



CLAUSE 35 OF EQUITY LISTING AGREEMENT

FORBES & COMPANY LIMITED

(I) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Scrip Code : 502865 Scrip Symbol : FORBESCO Class Security: Equity

Quarter Ended : 31-DEC-2014

Sr. No. (i)	Name of the Shareholder (ii)	Details of Shares Held		Encumbered Shares			Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (V)	As a percentage (VI)=(V)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(e) (vii)	Number of warrants held (viii)	As a % total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % total number of convertible securities of the same class (xi)		
1	SHAPOORJI PALLONJI & CO PVT.LTD	93,59,283	72.56	0	0.00	0.00	0.00	0.00	0.00	0.00	72.56	
2	FORBES CAMPBELL FINANCE LIMITED	1,66,398	1.29	0	0.00	0.00	0.00	0.00	0.00	0.00	1.29	
	TOTAL	95,25,691	73.85	0.00	0.00	0.00	0.00	0.00	0.00	0.00	73.85	

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in statement		Details of warrants			Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in statement	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	0.00	0.00	8.90
2	ANTARA INDIA EVERGREEN FUND LTD	3,46,369	2.69	0	0.00	0	0.00	0.00	2.69
	TOTAL	14,94,624	11.59	0	0.00	0	0.00	0.00	11.59

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

1	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in statement		Details of warrants			Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in statement	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	INDIA DISCOVERY FUND LIMITED	11,48,255	8.90	0	0.00	0	0.00	0.00	8.90
	TOTAL	11,48,255	8.90	0	0.00	0	0.00	0.00	8.90



(I) (d) Statement showing details of locked-in-shares

Sr. No.	Name of the Shareholder	Number of Locked-in Shares	Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)	Promoter / Promoter Group / Public
	TOTAL		N.A.	

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
	TOTAL			N.A.

(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
	TOTAL			N.A.



(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights		Total Voting Rights (III+IV) (V)	Total Voting Rights i.e. (VI)	
		Class B (III)	Class C (IV)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	Shareholding of Promoter and Promoter Group					
(1)	Indian					
(a)	Individuals / Hindu Undivided Family					
(b)	Central Government / State Governments(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions / Banks					
(e)	Any Other (Trust)					
	Sub-Total (A) (1)	0	0	0.00	0.00	0.00
(2)	Foreign					
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)					
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Qualified Foreign Investor					
(e)	Any Other (specify)					
	Sub-Total (A) (2)	0	0	0.00	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	0	0	0.00	0.00	0.00
(B)	Public Shareholding					
(1)	Institutions					
(a)	Mutual Funds / UTI					
(b)	Financial Institutions / Banks					
(c)	Central Government / State Governments(s)					
(d)	Venture Capital Funds					
(e)	Insurance Companies					
(f)	Foreign Institutional Investors					
(g)	Foreign Venture Capital Investors					
(h)	Qualified Foreign Investor					
(i)	Any Other (specify)					
	Sub-Total (B) (1)	0	0	0.00	0.00	0.00
(2)	Non-Institutions					
(a)	Bodies Corporate					
(b)	Individuals -					
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh					
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh					
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)					
	Sub-total (B) (2)	0	0	0.00	0.00	0.00
	Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0.00	0.00	0.00
	TOTAL (A)+(B)	0	0	0.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
(a)	Promoter and Promoter Group					
(b)	Public Shareholding					
	GRAND TOTAL (A)+(B)+(C)	0	0	0.00	0.00	0.00

Note

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable

For FORBES & COMPANY LIMITED

Pankaj Khattar
 (Pankaj Khattar)
 Head Legal & Company Secretary.

12 JAN 2015